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Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS
IN SUPPORT OF REORGANIZED
DEBTORS' EIGHTY-FIRST OMNIBUS
OBJECTION TO CLAIMS (NO LIABILITY
CLAIMS)**

**Response Deadline:
June 16, 2021, 4:00 p.m. (PT)**

Hearing Information If Timely Response Made:

Date: June 30, 2021

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)
United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP (“**AlixPartners**”), which is
5 an affiliate of both AlixPartners, LLC and AP Services, LLC (“**APS**”). APS was previously retained to
6 provide interim management services to Pacific Gas and Electric Corporation and Pacific Gas and
7 Electric Company, as debtors and reorganized debtors (collectively, the “**Debtors**,” or, as reorganized
8 pursuant to the Plan, the “**Reorganized Debtors**”) in the above-captioned chapter 11 cases (the
9 “**Chapter 11 Cases**”). I submit this Declaration in support of the *Reorganized Debtors’ Eighty-First*
10 *Omnibus Objection to Claims (No Liability Claims)* (the “**Omnibus Objection**”),¹ filed
11 contemporaneously herewith.

12 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management
13 component of AlixPartners’ assignment to assist the Reorganized Debtors with various matters related
14 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination
15 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,
16 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with
17 respect to Securities Claims. I am generally familiar with the Reorganized Debtors’ day-to-day
18 operations, financing arrangements, business affairs, and books and records. Except as otherwise
19 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the
20 knowledge of other AlixPartners professionals working under and alongside me on this matter, my
21 discussions with the Reorganized Debtors’ personnel, the Reorganized Debtors’ various other advisors
22 and counsel, and my review of relevant documents and information prepared by the Reorganized
23 Debtors. If called upon to testify, I would testify competently to the facts set forth in this Declaration. I
24 am authorized to submit this declaration on behalf of the Reorganized Debtors.

25 3. The AlixPartners team under my supervision has been actively and intimately involved
26 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.

27 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in
28 the Omnibus Objection.

1 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the
2 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process
3 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity
4 of filed claims based on those schedules and books and records. AlixPartners has developed and
5 maintains a claims reconciliation database and various data management applications that are used by
6 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not
7 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now
8 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to
9 resolve disputed claims, including by formal objections as necessary.

10 4. As part of the claims review and reconciliation process described above, the AlixPartners
11 team, working with the Reorganized Debtors' personnel and other professionals, has identified a number
12 of filed Proofs of Claim for which the Reorganized Debtors are not liable. If not disallowed and
13 expunged, these Proofs of Claim potentially could allow the applicable claimants to receive recoveries
14 to which they are not entitled.

15 5. The Omnibus Objection is directed to some of those Proofs of Claim—those specifically
16 identified in Exhibit 1 to the Omnibus Objection, in the column headed "Claims To Be Disallowed and
17 Expunged," and referred to in the Omnibus Objection as "No Liability Claims."
18 Exhibit 1 to the Omnibus Objection was prepared by the AlixPartners team under my overall
19 supervision, and I am familiar with both documents, their contents, and the process under which they
20 were prepared.

21 6. Exhibit 1 also specifically identifies in the "Basis for Objection" that the No Liability
22 Claims are classified as:

23 a. "Protective Claims." These are proofs of claim that assert protective, unliquidated
24 claims potentially owing post-petition. The Reorganized Debtors have reviewed their books and records
25 and have determined that they have no known liability as of the Petition Date with respect to the
26 Protective Claims. Approval of the relief requested herein will not prejudice the holders of any of the
27 Protective Claims because (a) the Claimants retain all non-bankruptcy remedies that would have existed
28 had these Chapter 11 Cases not been filed and (b) the Debtors commit that they will not raise any

1 bankruptcy defenses to future assertion of claims based on the alleged post-petition failure of the
2 Reorganized Debtors to perform or honor their obligations relating to such claims.

3 b. “Main Line Extension Reimbursement Claims.” These Claims are based on
4 prepetition refund obligations asserted under the Debtors’ mainline extension and interconnection
5 programs (the **“MLX Programs”**). In a limited number of cases, the Reorganized Debtors have no
6 liability for the MLX Claims listed on Exhibit 1 because the nature of the underlying agreement does
7 not warrant a refund or the Reorganized Debtors’ books and records do not indicate any outstanding
8 MLX refunds owed under the Claimant’s name. In some cases, the Reorganized Debtors have no current
9 liability for the MLX Claims because they have not yet come due. Such unpaid refund claims arguably
10 are not claims for which Claimants were required to submit a proof of claim either under the Bankruptcy
11 Code or the Bar Date Order; certain of these obligations did not arise until after the Petition Date and
12 therefore are not properly reconciled and paid pursuant to the bankruptcy claims process. For the
13 avoidance of doubt, with respect to all of these Claims, the Reorganized Debtors seek only to expunge
14 the Claims, and any ongoing obligations will not be discharged and will be paid in the ordinary course.

15 c. “No Liability Subcontractor Claims,” which all relate to Proofs of Claim asserted
16 against the Debtors for amounts incurred by subcontractors indirectly retained by the Debtors. After
17 reviewing their books and records and the information submitted with the Proofs of Claim, the
18 Reorganized Debtors have determined that each of the No Liability Subcontractor Claims is attributable
19 to the relevant general contractor on each project. The Reorganized Debtors determined this either from
20 the face of the Proof of Claim listing the general contractor or by follow-up correspondence with the
21 Claimant. In all cases, the Reorganized Debtors took the additional step of confirming that if the general
22 contractor had filed a Claim, it had already been satisfied, such that any payment on account of the No
23 Liability Subcontractor Claims would be duplicative. The Reorganized Debtors thus do not have any
24 direct liability for the No Liability Subcontractor Claims.

25 d. “Customer Program Rebates,” referring to Claims asserting prepetition rebate
26 obligations under the Debtors’ customer programs, including the California Solar Initiative and solar
27 programs, the Clean Energy Transportation Programs, the Energy Efficiency Programs, the Self-
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1 Generation Incentive Program, and various other small rebate programs.² In some cases, the
2 Reorganized Debtors have no liability for the Customer Program Rebates on **Exhibit 1** because the
3 nature of the underlying agreement or program does not warrant a rebate or the Reorganized Debtors'
4 books and records do not indicate any outstanding rebates for these programs owed under the Claimant's
5 name. In other cases, the Reorganized Debtors have no current liability for the Customer Program
6 Rebates because the rebate has not yet come due and will be applied to a future customer bill for energy
7 usage as defined by the program. Such unpaid rebate claims arguably are not claims for which Claimants
8 were required to submit a proof of claim either under the Bankruptcy Code or the Bar Date Order; certain
9 of these obligations did not arise until after the Petition Date and therefore are not properly reconciled
10 and paid pursuant to the bankruptcy claims process. For the avoidance of doubt, with respect to all of
11 these Claims, the Reorganized Debtors seek only to expunge the Claims, and any ongoing obligations
12 will not be discharged and will be paid in the ordinary course.

13 7. Based on AlixPartners' review of the Reorganized Debtors' books and records and my
14 team's consultations with the Reorganized Debtors' personnel, each of the No Liability Claims identified
15 on **Exhibit 1** represents a Proof of Claim for which the Reorganized Debtors do not have any liability.

16 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and
17 correct to the best of my knowledge, information, and belief. Executed this twentieth day of May, 2021.

18 /s/ Robb McWilliams
19 Robb McWilliams
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25 ² More information about these customer programs is set forth in the *Motion of Debtors Pursuant to 11*
26 *U.S.C. §§ 105(a), 363(b), and 507(a)(7) and Fed. R. Bankr. P. 6003 and 6004 (I) Authorizing Debtors*
27 *to (A) Maintain and Administer Customer Programs, Including Public Purpose Programs, and (B)*
28 *Honor Any Prepetition Obligations Relating Thereto; and (II) Authorizing Financial Institutions to*
Honor and Process Related Checks and Transfer [Docket No. 16].